MINUTES

MassDOT BOARD MEETING OF NOVEMBER 19, 2014

At the call of the Chair, a Meeting of the Board of Directors of the Massachusetts Department of Transportation was held at the State Transportation Building, MassDOT Boardroom, Suite 3830, Boston, MA.

Those present were: Messrs. Jenkins, DePaola, Bonfiglio, Blue, Whittle and Misses Loux and Chase, being the Board of Directors of the Massachusetts Department of Transportation.

Also present were Celia Blue, Registrar of Motor Vehicles; Dr. Beverly Scott, General Manager, Chris Willenborg, Aeronautics Administrator, Jeffrey Simon, Assistant Secretary for Real Estate and Asset Management; Cyndi Roy-Gonzalez, Assistant Secretary for Communications; Faye Boardman, MassDOT Chief of Staff, Jon Davis, Chief Financial Officer-MBTA; Dana Levenson, Chief Financial Officer-MassDOT; Paige Scott Reed, General Counsel, Owen Kane, Senior Counsel to the Board and Paula Fallon.

The Chairman, Mr. Jenkins, presided.

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Chairman Jenkins called the Open Meeting to Order and presented the order of business.

Chairman Jenkins opened up public comment period.

The first speaker was Jeffrey Ferris from Bridging Forrest Hill. Mr. Ferris felt the public was deceived about the at grade solution choice for the Casey Arborway contract.

The next speaker was Lee Auspitz. Mr. Auspitz is a supporter of the Green Line but his issue is the miss location of the Medford Hillside. He wanted to know if some questions he has on the project have been requested or granted an exception.

The next speaker was Marilyn MacNab. Ms. MacNab commented on the RIDE using GPS and to add more outreach to the community for the RIDE combining services.

The final speaker was Wig Zagmore. Mr. Zagmore commented on the Boston Properties item and South Coast Rail.

Chairman Jenkins closed public comment period.

Next was approval of the minutes for September 17, 2014 and October 22, 2014.

On motion duly made and seconded, with Director Chase and Acting Secretary DePaola abstaining, it was;

VOTED: to approve the minutes of September 17, 2014.

On motion duly made and seconded, Director Chase and Acting Secretary DePaola abstaining, it was;

VOTED: to approve the minutes of October 22, 2014.

Next was the William A. Mitchell Eno Foundation Award. The Chairman recognized the family of William A. Mitchell Corinne and his daughter Courtney. He gave background on the how a person is eligible for the award. . Director Loux remembered Bill Mitchell as a Father, Husband and Friend. She acknowledged Gerry Kelley, one of Bill's close friends and colleagues, also noting Mr. Kelley's retirement. Dr. Scott next announced the winner of the award Charles Murphy. The recipient of the second annual William A. Mitchell Eno Award is Charles Murphy, Superintendent of Subway Training. Charlie started his career at the MBTA as a Gateperson over 26 years ago, rising up through the operational ranks to Motorperson, Inspector, Chief Inspector and Instructor before becoming a Superintendent in 2011. Charlie was nominated by Tamieka Thibodeaux, Deputy Director of OCC and Training for his outstanding leadership and dedication to the training department. Charlie's leadership style has allowed the Training department to flourish under his watch. He currently oversees 30

subway instructors and manages the Subway Operations Training Department and over the past three years he has worked tirelessly to ensure our employees receive the best training possible. And his knowledge and problem-solving skills were put to good use developing programmable emergency response scenarios for the MBTA's new Emergency Training Center (ETC) which opened to great fanfare last summer. But what really sets Charlie apart is the enthusiasm he brings to the job each and every day. No matter the challenge, Charlie exudes a positive attitude and a willingness to get the job done.

Next Chairman announced that he was going to go out of order and have the Keolis Report go next. Mr. Tom Muligan from Keolis reported on their five principles and took a look at their 100 day score card. They went through their on-time performance through each line. Their first principle was moving forward with their employees. They would like to attract and retain good employees, fill critical vacancies, develop their people, having a new safety management training culture (2nd Quarter 2015), roll out contract compliance training, NIMS (National Incident Management System), job performance appraisals, and establish goals – measured expectations (4th Quarter 2014). Keolis would like to implement a robust safety committee structure. They have engineering, mechanical, and customer service safety committees currently implemented. Transportation is being developed (1st Quarter 2015) and they are working with labor organizations to implement FRA Confidential Close Call Reporting System (C3RS). They have agreed to IMOU with Transportation which is awaiting

General Chairman signatures (By 12/31/14). They are working with Mechanical and Engineering on IMOU development. The second principle is thinking like a passenger. The Coach cleaning, a Class A Keolis standard was completed October 15, 2014. They established a Customer Service Center on August 1, 2014. They have active participation with passenger groups such as AACT (Access Advisory Committee), MBTA Advisory Board and ROC (Ridership Oversight Committee). They use social media to communicate with customers by Twitter, MBTA/Keolis Mobile App. They completed first Customer Survey in October 2014. Their third principle is operational excellence. The Joint Performance Improvement Process was established in August 2014. Other programs were "Every second counts" Program, line management assignment, line expert on specific routes to address OTP and operational issues, schedule review to improve on time performance (Review with the MBTA now), equipment assignment (completed), engineering, station cleaning blitz complete, Autumn Action Plan (Completed 11/15/14), "Slippery Rail Season" video and social media, wash train operation, Winter Action Plan, Snow removal – Air compressors for layover facilities (Installed 2014), and providing capital improvement recommendations by December. Principle four is Corporate Social Responsibility. They have held DBE outreach events: September 12, 2014 at the Center for Women and Enterprise Conference and September 30 and October 1 at the Greater New England Minority Supplier Development Council Supplier Diversity Expo. There was another DBE outreach event on October 23, 2014,

two more events on October 30, 2014, a MBTA sponsored DBE event, and Business roundtable with the Minority Business Development Agency. The Mentoring/Community program with new internship efforts with Cristo Rey High School and Year Up (Fall 2014) and constant presence at local minority hiring fairs and events. Keolis participated in the Transportation Program Planning Committee at Roxbury Community College. He ended his presentation going over the next 120 days key objectives. Director Loux stressed the need for a Commuter Rail Safety program. Director Whittle asked for ridership numbers for the future reporting packages.

Next Frank DePaola, Acting Secretary gave his report. Secretary DePaola acknowledged Secretary Davey for his work and wished him the best of luck. He updated the Board on the rededication of South Station in honor of Michael Dukakis. He also updated the Board on the safety program they are running on highways partnering with the State Police to keep the highways safe by monitoring speeding.

Next Chris Willenborg, Aeronautics Administrator gave his report. Mr. Willenborg updated the Board on the statewide airport administrative buildings. There are 15 airports that need updated administration buildings. These improvements will promote economic development around the airports. He ended with announcing the winner of the Aviation Education Outreach program. Winchester High was the winning team.

Next Registrar Blue gave an update on the ALARS program. The Registrar began with their ten point customer promise. They are working to make MassRMV.com the first stop, growing their customer service representative team, professionalizing the frontline, modernizing facilities & marrying transportation functions. The functions they are working on are renewing your photo on your own, meeting the customer where they are with continued pursuit and expansion of public private partnerships with industry partners like AAA, dealerships, driving schools, health care providers and insurance agents. They are working on giving customers back their time by shorter wait times on the phone and other programs, answering questions & resolving customer issues in new ways with options as live chats. Registrar Blue showed the Board the exciting progress they will be making with this new system and how it will enable their employees to deliver better service. The current ALARS system has many screens that display detailed information related to a customer's license, or vehicles, or RMV transaction history. Currently employees must memorize codes that represent the screens to find the information they are seeking. The new design is an output of the work the team has been doing over the last few months. This represents their concept of providing a 360 degree customer view. Rather than having to memorize codes to get detailed information, RMV employees will be able to access different information on their customer's record with the click of their mouse. They'll be able to easily see license related information, vehicle related information, determine if the customer has any

outstanding obligations that could cause them difficulty in the near future, provide a view in to open cases and see what correspondence they have sent the customer. The Board discussed the ability for the ALARS program to keep up with the fast paced changing technology.

Next the General Manager gave her report. The General Manager updated the Board on “meet the GM” at South Station, the opening of the Salem Garage and SMART application. She also updated the Board on the ridership since September has risen by 1.37 million. It is up about 2.8% on Commuter Rail. She also noted that the Polar Express is again going to run in December. Director Blue asked about the night service ridership. Dr. Scott said she would get back to him with the numbers.

Next item on the agenda was presented Jeffrey Simon, Assistant Secretary. Mr. Simon updated the Board on MassDOT’s Real Estate. The Real Estate department maximizes revenue from the development and management of its real estate and other assets through; Management - leases, licenses, and contracts, Economic Development - Drive employment through public-private partnerships, Enhance Relationships - neighbors, customers and constituents. The MassDOT real estate presence in the market; 3,505 market-rate residential units, 1,645 affordable residential units, 950 hotel rooms, 1.9 million square feet of commercial space, and 53,000 parking spaces. The Real Estate department has four functions; leverage real estate assets, drive economic development,

implement transit oriented development and to generate revenue to fund operation and capital projects for MassDOT.

The next item on the agenda is authorization to request approval of the Back Bay Term Sheet presented by Jeffrey Simon. This item first must be removed from the table.

On motion duly made and seconded, it was;

VOTED: To remove from the table.

Mr. Simon described the project for the Board. It is the redevelopment and ongoing operations of the Back Bay Station concourse by Boston Properties ("BP") and to allow for future development of up to three additional buildings at the John Hancock Garage and Back Bay Station by BP, the Board of Directors is asked to authorize the MBTA to lease portions of Back Bay Station and the bus-way (as well as related air rights) to MassDOT, and to allow for their inclusion in an amended and restated lease to BP, and to authorize the negotiation and execution of an amended and restated master lease and other agreements with Boston Properties, all pursuant to a Term Sheet between MassDOT and BP dated October 10, 2014. The Board discussed the repercussion for tabling the item for one more month and it was decided to take action this month.

On motion duly made, with Director Loux opposed and Director Chase abstaining, it was;

VOTED:

1. That the Board of Directors, acting on behalf of the MBTA and pursuant to MGL c. 161A, §5(c)(i), finds that sound reasons in the public interest require that the Back Bay Station Concourse and the Back Bay Station Busway, together with their associated air rights, be leased to MassDOT for the purpose of enabling MassDOT to include them in a lease or amended lease (the "Lease") to BP Hancock LLC or an affiliated single purpose entity.

2. That the Board of Directors, acting on behalf of both the MBTA and MassDOT, authorize the Secretary/CEO or the Acting Secretary/CEO, as the case may be, and the General Manager, or their respective designees, to negotiate and execute a lease to transfer the MBTA's control of the Back Bay Station Concourse and surface and air rights to Back Bay Station Busway, as well as air rights above Back Bay Station, to MassDOT to enable MassDOT to include them in the Lease to BP Hancock LLC or an affiliated single purpose entity.

3. That the Board of Directors, acting on behalf of the MBTA, as issuer of bonds used to finance the original costs of a portion of the cost of the premises to be leased by the MBTA to MassDOT, declares its official intent, for the purpose of Treasury Regulations, to allocate or to cause MassDOT as its lessee to allocate, all rental payments or other payments made directly or indirectly by BP Hancock LLC or its affiliated lessee entity pursuant to the Lease, including payments of costs of Concourse Upgrades, to the equity interest of the MBTA and/or MassDOT in the Leased Premises.

4. That the Board of Directors, acting on behalf of MassDOT, authorize the Secretary/CEO or the Acting Secretary/CEO, as the case may be, or his/her designee to negotiate and execute the Lease with BP Hancock LLC or an affiliated single purpose entity for the John Hancock Garage site, the Back Bay Station Concourse, and the Back Bay Station Busway, such Lease to include the terms upon which MassDOT may enter into future leases for individual development sites as described above (which terms may include a form of lease), all consistent with the Term Sheet between MassDOT and BP Hancock LLC dated October 10, 2014.

5. That the Board of Directors, acting on behalf of MassDOT, authorize the Secretary/CEO or the Acting Secretary/CEO, as the case may be, or his/her designee to further negotiate and execute up to four individual site leases consistent with the

Term Sheet between MassDOT and BP Hancock LLC dated October 10, 2014 and based on the terms set forth in the Lease with respect to such future leases for individual development sites (which terms may include a form of lease).

6. That the Board of Directors, acting on behalf of MassDOT, authorizes the Secretary/CEO or the Acting Secretary/CEO, as the case may be, or his/her designee to negotiate and execute any and all other agreements necessary or convenient to effectuate the transactions between MassDOT, the MBTA, and/or BP Hancock LLC or an affiliated single purpose entity as set forth in the Term Sheet between MassDOT and BP Hancock LLC dated October 10, 2014.

The next item on the agenda was presented by Tom Donald, was authorization to award Contract No. 83799 entitled "Fall River/New Bedford – Replacement of 4 Bridges Along the Future South Coast Rail Line" to Cardi Corporation in an amount not to exceed $41,984,290.50.

On motion duly made and seconded, it was

VOTED: That the Secretary/CEO and/or Administrator for the Highway Division, be and hereby is, authorized to award and execute, in the name and on behalf of the Department, and in a form approved by General Counsel, a certain Highway Division Contract entitled, "Fall River & New Bedford -_Replacement of 4 Bridges Along the Future South Coast Rail Line with Cardi Corportion in of $41 ,984,290.50 based upon a schedule of unit prices, said contractor being the lowest responsible and eligible bidder in response to requests for sealed proposals.

The next item on the agenda was presented by Mike McGrath on the authorization to request extra work for Contract No. 68152 for extensive repairs required for the piers and abutments and repair deteriorated granite of the bridge carrying Route 6 over the Acushnet River for an amount of $19,554,898.

On motion duly made and seconded, it was

VOTED: That the Secretary/CEO and/or Administrator for the Highway Division, be and hereby is, authorized to execute, in the name and on behalf of the Department, and in a form approved by General Counsel, extra work orders required for concrete encasement for substructures of the Middle and East Bridges within Highway Division Contract No. 68152 entitled, "Two Bridge Reconstructions (Including Painting) Br. F-01-002=N-06-001 - Rte 6 EB and WB over the Acushnet River in New Bedford and Fairhaven and Br. N-06-025 – Hathaway Road over Interstate I-95 in New Bedford." in the current budget amount of $19,554,898.

The next couple of items on the agenda were presented by Kim Poirier. The first item was the approval of MBTA's Alliance Labor Agreement relative to the terms and conditions of employment for a period commencing July 1,2010 through and including June 30, 2014.

On motion duly made and seconded, it was

VOTED: That the General Manager is hereby authorized to enter into a collectively bargained Agreement in the name and on behalf of the Authority, between the Massachusetts Bay Transportation Authority and the Alliance of Unions of the MBT A, AFL-CIO ("Union") relative to the terms and conditions of employment for a period commencing July 1,2010 through and including June 30, 2014, and the General Manager is authorized to execute said Agreement in the name and on behalf of the Authority upon ratification by the Union membership. Copy of said Agreement in the form submitted is hereby ordered filed with the records of the meeting.

The next item on the agenda presented by Kim Poirier was the approval of the Alliance of Unions of the MBTA, AFL-CIO ("Union") relative to the terms and conditions of employment for a period commencing July 1, 2014 through and including June 30, 2018.

On motion duly made and seconded; it was,

VOTED: That the General Manager is hereby authorized to enter into a collectively bargained Agreement in the name and on behalf of the Authority between the Massachusetts Bay Transportation Authority and the Alliance of Unions of the MBTA, AFL-CIO (“Union”) relative to the terms and conditions of employment for a period commencing July 1, 2014 through and including June 30, 2018, and the General Manager is authorized to execute said in the name and on behalf of the Authority upon ratification by the Union membership. Copy said Agreement in the form submitted is hereby ordered filed with the records of the meeting.

The next item on the agenda presented by Kim Poirier was the approval of Local 6 of the Office and Professional Employees International Union, AFL-CIO ("'Union") relative to the terms and conditions of employment for a period commencing July 1, 2010 through and including June 30, 2014.

On motion duly made and seconded, it was

VOTED: That the General Manager is hereby authorized to enter into a collectively bargained Agreement in the name and on behalf of the Authority, between the Massachusetts Bay Transportation Authority and Local 6 of the Office and Professional Employees International Union, AFL-CIO ("'Union") relative to the terms and conditions of employment for a period commencing July 1, 2010 through and including June 30, 2014, and the General Manager is authorized to execute said Agreement in the name and on behalf of the Authority upon ratification by the Union membership. Copy of said Agreement in the form submitted is hereby ordered filed with the records of the meeting.

The next item on the agenda presented by Kim Poirier was the approval of Local 6 of the Office and Professional Employees International Union, AFL-CIO, relative to the terms and conditions of employment for a period from July 1, 2014 through and including June 30, 2018.

On motion duly made and seconded, it was;

VOTED: That the General Manager is hereby authorized to enter into a collectively bargained Agreement in the name and on behalf of the Authority, between the Massachusetts Bay Transportation Authority and Local 6 of the Office and Professional Employees International Union, AFL-CIO, relative to the terms and conditions of employment for a period from July 1, 2014 through and including June 30, 2018, and the General Manager is authorized to execute said Agreement in the name and on behalfof the Authority upon ratification by the Union membership. Copy of said Agreement in the form submitted is hereby ordered filed with the records of the meeting.

The next item presented by Kim Poirier was approval of the agreement with the International Brotherhood of Electrical Workers, Local 104 relative to the terms and conditions of employment for a period from July 1, 2014 through and including June 30, 2018.

On motion duly made and seconded, it was;

VOTED: That the General Manager is hereby authorized to enter into a collectively bargained Agreement in the name and on behalf of the Authority, between the Massachusetts Bay Transportation Authority and the International Brotherhood of Electrical Workers, Local 104 relative to the terms and conditions of employment for a period from July 1, 2014 through and including June 30, 2018, and the General Manager is authorized to execute said Agreement in the name and on behalf of the Authority upon ratification by the Union membership. Copy of said Agreement in the form submitted is hereby ordered filed with the records of the meeting.

The next item on the agenda presented by Ed Hunter was the authorization to request to approve MBTA Contract P42CN01 entitled "Orange Line Substations, Traction Power Station Service and Building Upgrades" for a

sum not to exceed $30,109,912 with a construction duration of fifty-two (52) months from the NTP.

On motion duly made and seconded, it was

VOTED: That the General Manager and Rail & Transit Administrator, be and hereby is, authorized to execute in the name and on behalf of the Authority, subject to the approval of the Massachusetts Department of Transportation (MassDOT) and in a form approved by the General Counsel, a contract with Fischbach & Moore Electric Group for MBTA Contract No. P42CN01, entitled "Orange Line Substations, Traction Power Station Service and Building Upgrades", for a sum not to exceed $30,109,912.10 with a construction duration of fifty-two (52) months from Notice to Proceed (NTP).

The last item on the agenda presented by Isadoro Perez was the request to execute a settlement agreement with Perini-Kiewit-Cashman, Joint Venture (PKC) to resolve all pending claims, disputes and litigation arising from Central Artery/Tunnel Contract C11A1 in an amount of $88,700,000.00.

On motion duly made and seconded, it was;

VOTED: That the Acting Secretary is hereby authorized to execute in the name of and on behalf of the Massachusetts Department of Transportation, and in a form approved by the General Counsel, a settlement agreement with Perini-Kiewit-Cashman, Joint Venture providing for a settlement payment of $88,700,000.00 to be made on or before Dec. 15, 2014 and such additional terms consistent with those presented to the Board at this meeting; and further that the Chief Financial Officer is authorized to expend funds from the reserves of the Metropolitan Highway System and take any and all necessary or appropriate ancillary or related actions to make such settlement payment in accordance with the terms of the settlement agreement.

On motion duly made and seconded, it was;

VOTED: To adjourn.

Documents used for this reports
Minutes for September 17, 2014 and October 22, 2014
ALARS Powerpoint
Keolis Powerpoint
Real Estate Update Powerpoint
Staff Summaries for 9-16